

BYLAWS

Of

REVOLUTION 120, INC.

ARTICLE I

NAME

The name of this Corporation is *Resolution 120, Inc.*, hereinafter referred to as the Corporation.

ARTICLE II

PURPOSE

The principal purpose of this Corporation is organized is to help individuals and organizations serve charitable needs in New Mexico, primarily in Doña Ana County, New Mexico, with an emphasis on cultivating a culture of giving, particularly within the community's youth. The corporation is organized exclusively for charitable purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Aid may be through acceptance of donations of money, sponsorships, volunteer services, good or materials, and assisting in coordinating the efforts of other not-for-profit entities and government to serve unmet needs in the community, and will focus on a "pay it forward" model for participation.

The Corporation is exclusively charitable and educational within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code.

ARTICLE III

MEMBERSHIP

Resolution 120 is not a membership organization.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. ANNUAL MEETING. The annual meeting of the Board for each year and at which the election of director for any term which is expiring shall occur during the month of June, at a date and time and in a location determined by the President, who shall act as the Chair of the Board of Directors.

Section 2. OTHER MEETINGS. The Board shall meet as necessary from time to time, at a time and place set by the President and set forth in the notice for the meeting. The President or Secretary shall give the Board notice of any meeting via electronic mail at least five (5) business days in advance, unless all members of the Board waive notice of the meeting.

Section 3. COMPENSATION. Directors shall not receive any stated salary for their services at such, but by resolution of the Board a fixed reasonable sum or expenses of attendance, if any, or both, may be allowed for attendance at each regular meeting or special meeting of the Board. The Board of Directors shall have power in its discretion to contract for and to pay to directors rendering unusual or exceptional services to the Corporation special compensation appropriate to the value of such services.

Section 4. QUORUM AND VOTING.

A majority of the Board shall constitute a quorum allowing the Board to do business.

Any member of the Board of Directors may for any purpose give his or her proxy to another member of the Board of Directors in accordance with this provision. A proxy may provide for a specific vote or votes on any matter or matters or it may give discretion in voting to the holder of the proxy or any combination of these. All proxies shall be in writing signed by the director, with his or her signature being notarized, and shall name the holder of the proxy and shall designate the date of the meeting for which it applies. A separate proxy shall be required for each meeting, but a proxy shall remain effective at any subsequent meeting which resulted from the adjournment of a previous meeting. Unless otherwise explicitly stated in the proxy, a proxy, even one given for a single purpose, shall be counted in ascertaining whether or not a quorum is present. All proxies shall be presented to the secretary at the commencement of the meeting. The secretary must reject any proxy that is not signed (including by electronic signature), or which does not indicate the date of the meeting to which it pertains, or which does not name the holder of the proxy and may reject any proxy that does not otherwise conform with the requirements of the bylaws. The holder of a proxy may not give a further proxy unless the original proxy grants that right.

A vote of the Board may be taken by electronic mail, so long as a quorum of the Board (being a majority) responds, and the members of the Board have at least forty-eight (48) hours to respond.

Section 5: ADVISORY COMMITTEES.

The Board intends that various advisory committees will be created to assist the Corporation in reviewing applications to the Corporations to fund particular projects or make awards for charitable purposes, to raise funds for the Corporation, and to advise the Board on other matters related to the Corporation's purposes. Any such committees may be appointed by the President, and shall report to the President. The President shall keep the Board informed about the activities of all Committee.

ARTICLE V **OFFICERS**

Section 1. NUMBER, QUALIFICATIONS, ELECTION AND TERM OF OFFICE.

a. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, and a Treasurer and such other officers with such powers and duties not inconsistent with these Bylaws

as may be appointed and determined by the Board of Directors. The same person may not hold the offices of president and vice-president or the offices of president and secretary; otherwise the same person may hold any two or more offices.

Section 2. VACANCIES. A vacancy in any office not otherwise provided for shall be filled for the unexpired portion of the term by the majority vote of the directors present when there is a quorum at any regular or special meeting.

Section 3. PRESIDENT. The President shall be the chief executive officer of the Corporation, shall have general charge of the business, affairs and property of the Corporation in its general operations, and shall do and perform such other duties as may be assigned to him or her by the Board, and shall be an ex-officio member of all committees.

Section 4. VICE-PRESIDENT. If the Board elects a Vice-President, during the absence or disability or unavailability of the President, the Vice President shall exercise all the functions of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. If the office of the President should become vacant, the Vice-President shall assume such office for the unexpired term.

Section 5. SECRETARY. The Secretary shall:

- a. Cause all notice to be duly given in accordance with the Articles and the Bylaws.
- b. Keep, or cause to be kept, the minutes of all regular and special meetings of the Board and the membership.
- c. In general, perform all duties incident to the office of the Secretary; including attesting the signature of the President although another officer may also make that attestation.

Section 6. TREASURER. The Treasurer shall:

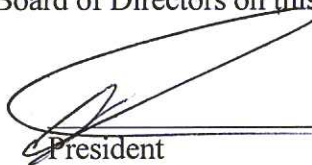
- a. Have charge of and supervision over and be responsible for the funds, securities, receipts and disbursements of the Corporation;
- b. Keep, or cause to be kept, all the books of account of all the business and transactions of the Corporation;
- c. Render to the President or the Board, whenever requested, a statement of the financial condition of the Corporation and of all his or her transactions as Treasurer, and render a full financial report, based on the books and accounts prepared annually by a certified or other public accountant at the annual meeting of the Board; and
- d. In general, perform all duties incident to the office of the Treasurer.

Section 7. REMOVAL OF OFFICERS. Any officer may be removed from office, with or without cause, by the affirmative vote of a majority of the Board of Directors who are present when there is a quorum, at any regular or special meeting called for that purpose. Any such officer proposed to be removed shall be entitled to at least ten (10) days written notice by mail of the proposed removal and of the meeting time and place at which such removal is to be voted upon and shall be entitled to

appear before and be heard at such meeting. Delivery of the notice shall be complete upon mailing the notice to the member's last address known to the Corporation with proper postage affixed.

Section 8. CHECKS AND BOND. The President, Treasurer, or any other officer designated by the Board, shall be authorized to sign checks and drafts of the Corporation and they shall not be required to give bond for the faithful discharge of their duties unless otherwise specifically required by a resolution of the Board of Directors in which case the expense of such bonding shall be paid by the Corporation.

These By-laws are hereby adopted by the Board of Directors on this ___ day of July, 2017.



President

ATTEST:



Secretary